

**IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

Kal Freight Inc., *et al.*

Debtors.¹

Chapter 11

Case No. 24-90614 (CML)

(Jointly Administered)

**AMENDED DECLARATION OF ANGELA TSAI OF STRETTO, INC.
REGARDING THE SOLICITATION AND TABULATION OF BALLOTS CAST
ON THE THIRD AMENDED AND RESTATED COMBINED DISCLOSURE
STATEMENT AND PLAN OF LIQUIDATION OF KAL FREIGHT INC. AND ITS
AFFILIATED DEBTORS UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

I, Angela Tsai, declare, pursuant to 28 U.S.C. § 1746, under penalty of perjury that the following is true and correct to the best of my knowledge, information, and belief:

1. I am a Managing Director of Corporate Restructuring at Stretto, Inc. (“Stretto”), a chapter 11 administrative services firm located at 410 Exchange, Suite 100, Irving, California 92602. I am over the age of 18 and not a party to this action. I am duly authorized to submit this declaration (the “Declaration”) on behalf of Stretto.

2. I submit this Declaration in connection with the solicitation of votes and the tabulation of ballots cast on the *Third Amended and Restated Combined Disclosure Statement and Plan of Liquidation of Kal Freight Inc., and its Affiliated Debtors Under Chapter 11 of the Bankruptcy Code* [Docket No. 845] (as may be amended, supplemented, or otherwise modified from time to time, the “Combined Disclosure Statement and Plan”).²

¹ The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor’s federal tax identification numbers, are: KAL Freight Inc. (0249); KAL Aviation LLC (2600); KAL Partz Inc. (0139); KAL Trailers & Leasing Inc. (0840); and KVL Tires Inc. (0320). The location of the Debtors’ service address in these Chapter 11 cases is 10156 Live Oak Ave., Fontana, CA 92335

² Capitalized terms used but not otherwise defined herein have the meanings given to them in the Combined Disclosure Statement and Plan or the Solicitation Procedures Order (as defined herein), as applicable.

3. Prior to the commencement of the Chapter 11 Cases, Kal Freight Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) engaged Stretto as their claims, noticing, and solicitation agent, which was authorized by the Court on December 6, 2024 pursuant to the *Order Authorizing the Employment and Retention of Stretto, Inc. as Claims, Noticing, and Solicitation Agent* [Docket No. 30] (the “Stretto Retention Order”). The Stretto Retention Order authorizes Stretto to assist the Debtors with, among other things, the service of solicitation materials and the tabulation of votes cast to accept or reject the Combined Disclosure Statement and Plan. Stretto and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans. I am not being compensated for this testimony other than the compensation that Stretto is receiving as a professional services firm pursuant to the Stretto Retention Order.

4. The statements in this Declaration are, except where specifically noted, based on my personal knowledge or opinion, information that I have received from the Debtors’ employees or advisors, or information that I have received from employees of Stretto working directly with me or under my supervision, direction, or control. If called upon to testify, I could and would testify competently as to the facts set forth herein.

Service and Transmittal of Solicitation Packages and Tabulation Process

5. I am aware that, in accordance with the *Order (I) Granting Interim Approval of the Adequacy of Disclosures in the Combined Plan and Disclosure Statement; (II) Scheduling a Combined Confirmation Hearing and Setting Deadlines Related Thereto; (III) Approving Solicitation Packages and Procedures; (IV) Approving the Forms of Ballots; and (V) Granting Related Relief* [Docket No. 783] (the “Solicitation Procedures Order”), the Court established

procedures to solicit votes from, and tabulate Ballots submitted by, Holders of Claims of Claims in the Voting Classes (the “Solicitation Procedures”).

6. I understand that the Solicitation Procedures Order established April 4, 2025 as the record date for determining the Holders of Claims in the Voting Classes entitled to vote on the Combined Disclosure Statement and Plan (the “Voting Record Date”) and established April 4, 2025 at 4:00 p.m. (prevailing Central Time) as the deadline to submit a Ballot to vote to accept or reject the Combined Disclosure Statement and Plan (the “Voting Deadline”). Pursuant to the Combined Disclosure Statement and Plan and the Solicitation Procedures Order, Holders of Claims in the following classes (the “Voting Classes”) were entitled to vote to accept or reject the Combined Disclosure Statement and Plan:

7. Classes	8. Class Description
2	Other Secured Claims
3	General Unsecured Claims

No other Classes under the Combined Disclosures Statement and Plan were entitled to vote to accept or reject the Combined Disclosures Statement and Plan.³

9. On March 14, 2025, Stretto, as instructed by the Debtors, transmitted the Solicitation Procedures Order, the Combined Disclosure Statement and Plan, the Confirmation Hearing Notice,⁴ the applicable Ballot with voting instructions, a prepaid return envelope, the Bar

³ Class 4 is an impaired class under the Plan; however, Class 4 was not entitled to vote on the Plan and is deemed to be an accepting vote pursuant to a global settlement between Holders of Class 4 claims (the “Participating Lenders”), the Debtors, and the Official Committee of Unsecured Creditors, as detailed in the Settlement Order entered on March 12, 2025 [Docket No. 770]. The Participating Lenders are Triumph Financial Services, LLC / Triumph Commercial Finance LLC (“Triumph”), TBK Bank, SSB (“TBK”), Daimler Truck Financial Services, LLC (“Daimler”), Banc of America Leasing & Capital, LLC (“BofA”), and Wells Fargo Equipment Finance, Inc. and Wells Fargo Bank, N.A. (collectively, “Wells Fargo”).

⁴ *Notice of (I) Interim Approval of Disclosures; (II) Hearing to Consider Confirmation of the Plan; (III) Deadline for Filing Objections to Confirmation of the Plan and Final Approval of the Disclosures; (IV) Deadline for Voting on the Plan; and (V) Bar Date for Filing Administrative Claims Established by the Plan* [Docket No. 785] (the “Confirmation Hearing Notice”)

Date Notice, and a customized Proof of Claim Form (the “Combined Bar Date and Solicitation Package”) to each Holder of Claims in the Voting Classes as of the Voting Record Date in accordance with the Solicitation Procedures Order.⁵ Stretto served 118 Ballots to Holders of a Class 2 Claim and 576 Ballots to the Holder of a Class 3 Claim, as evidenced by the certificate of service filed with the Court on March 27, 2025 [Docket No. 847]. One (1) Ballot sent to Holders of Class 2 Claims and nine (9) Ballots sent to Holders of Class 3 Claims were returned in the mail as undeliverable. Eighty-two (82) Ballots were returned prior to the Voting Deadline.⁶

10. Additionally on March 14, 2025, Stretto, as instructed by the Debtors, transmitted the Confirmation Hearing Notice, the applicable form of Non-Voting Notice, the Bar Date Notice, and a customized Proof of Claim Form to the Holders of Claims or Interests in the Non-Voting Classes. *See* Docket No. 847.

11. Subsequent solicitation materials were served on account of previously unknown voting parties who timely filed proofs of claim against the Debtors after the initial solicitation mailing. A detailed description of these supplemental services is set forth in Supplemental Affidavit of Service of Solicitation Materials [Docket No 910].

12. On March 13, 2025, Stretto posted links on the Debtors’ restructuring website maintained by Stretto at <https://cases.stretto.com/KalFreight> to provide the public, including

⁵ For Holders of Class 3 claims, Stretto also served the *UCC Solicitation Letter* as part of the Combined Bar Date and Solicitation Package for Class 3 claimants.

⁶ Pursuant to the *Stipulation and Agreed Order by and among the Debtors and MODE Transportation, LLC* [Docket No. 930], the Debtors accepted the ballot submitted by MODE Transportation LLC after the Voting Deadline. Furthermore, pursuant to negotiations with certain creditors, Credit Adjustment Bureau was provided with an extension to submit its ballot after the Voting Deadline. To date, Stretto has not received a ballot from Credit Adjustment Bureau. Pursuant to the *Stipulation and Agreed Order for Plan Treatment of JPMorgan Chase Bank, N.A.* [Docket No. 950], the Debtors accepted the ballot submitted by JPMorgan Chase Bank, N.A. after the Voting Deadline.

parties in interest, with access to copies of, among other things, the Combined Disclosure Statement and Plan, the Solicitation Procedures Order, and the Confirmation Hearing Notice.

13. As instructed by the Debtors, Stretto solicited, received, reviewed, determined the validity of, and tabulated Ballots submitted by Holders of Claims in the Voting Classes to vote on the Combined Disclosure Statement and Plan in accordance with the Solicitation Procedures. I was primarily responsible for supervising employees at Stretto who assisted with the tabulation of the Ballots received.

14. In accordance with the Solicitation Procedures Order, Stretto received and reviewed the Ballots as follows:

- a. With respect to hard copy Ballots, (i) each returned Ballot was opened and inspected at Stretto's offices and (ii) Ballots were date stamped upon receipt.
- b. With respect to Ballots submitted through the online portal, (i) encrypted ballot data, date stamp, and audit trail were created upon submission and (ii) electronic images of Ballots were created using the submitted ballot data.

15. All Ballots received were then tabulated in accordance with the Solicitation Procedures approved by the Solicitation Procedures Order. The Ballot Class, voting amounts, and status were originally issued based on scheduled claims, but given the occurrence of the General Bar Date and Voting Deadline, they were subsequently modified to reflect the Claim Class and amount asserted by timely received Proofs of Claim by the same creditor. If multiple ballots were received with respect to the same underlying claim against multiple Debtors, the Ballot count and amount were adjusted to reflect a single Ballot voted on the underlying claim.

16. For a Ballot to be counted as valid, the Ballot must have been, among other things, (i) marked to either accept or reject the Combined Disclosure Statement and Plan, (ii) returned to

Stretto via an approved method of delivery set forth in the Ballot, and (iii) received by the Voting Deadline. Ballots that did not comply with the Solicitation Procedures were not counted.

17. The final tabulation of votes cast by timely (or otherwise accepted) and properly executed ballots received by Stretto on or before the Voting Deadline are set forth below and in the report annexed hereto as **Exhibit A** (the “Final Tabulation Results”).⁷ Copies of all the counted Ballots are available for inspection upon request.

CLASS	TOTAL BALLOTS RECEIVED			
	Accept		Reject	
	AMOUNT (% of Amount/Share Voted)	NUMBER (% of Number voted)	AMOUNT (% of Amount/Share Voted)	NUMBER (% of Number Voted)
Class 2 – Other Secured Claims	\$22,281,390.00 (41.30%)	4 (36.36%)	\$31,665,564.21 (58.70%)	7 (63.64%)
Class 3 – General Unsecured Claims	\$9,173,214.77 (88.23%)	49 (84.48%)	\$1,223,793.84 (11.77%)	9 (15.52%)

18. A complete list of all ballots received by Stretto but excluded from the final tabulation, and the reasons for exclusion of such ballots, is attached hereto as **Exhibit B**.

19. A schedule of undeliverable solicitation packages returned to Stretto is attached hereto as **Exhibit C**.

20. To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning distribution, submission, and tabulation of

⁷ My previous declaration [Docket No. 938] inadvertently included scheduled amounts as the applicable voting amount for three ballots rather than the amount contained in a superseding proof of claim. The Final Tabulation Results contained herein reflect this correction.

ballots in connection with the Combined Disclosure Statement and Plan, and the Solicitation Procedures Order is true and correct.

Dated: April 9, 2025

Respectfully submitted,

/s/ Angela Tsai

Angela Tsai
Managing Director
Stretto, Inc.

Exhibit A**Ballot Summary**

Class 2					
COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT	VOTING AMOUNT	DATE RECEIVED
1	Continental Tire the Americas, LLC	39	Accept the Plan	\$528,064.40	04/02/2025
2	De Lage Landen Financial Services, Inc.	58	Reject the Plan	\$1.00	04/03/2025
3	Fifth Third Bank	59	Reject the Plan	\$2,484,572.43	04/03/2025
4	Kern County Treasurer Tax Collector	32	Accept the Plan	\$7,827.87	03/31/2025
5	Mitsubishi HC Capital America, Inc.	60	Reject the Plan	\$1.00	04/03/2025
6	Mitsubishi HC Capital Canada Inc.	62	Reject the Plan	\$1.00	04/03/2025
7	PACCAR Financial Corp.	76	Reject the Plan	\$7,298,750.00	04/04/2025
8	Truist Equipment Finance Corp.	50	Reject the Plan	\$17,320,456.87	04/03/2025
9	U.S. Bank National Association	16	Reject the Plan	\$4,561,781.91	03/26/2025
10	Vanguard National Trailer Corporation	9	Accept the Plan	\$18,325,971.00	03/25/2025
11	JPMorgan Chase Bank, N.A.	86	Accept the Plan	\$3,419,375.73	04/09/2025

Class 3					
COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT	VOTING AMOUNT	DATE RECEIVED
1	3G Sillect Partners, LP	18	Accept the Plan	\$1,382,138.03	03/27/2025
2	A&H Parts sale Inc.	64	Accept the Plan	\$20,909.46	04/04/2025
3	Allied Equipment	22	Accept the Plan	\$5,119.33	03/28/2025
4	Allied Equipment	23	Accept the Plan	\$861.60	03/28/2025
5	Big Rig Trailers & Leasing Inc.	63	Accept the Plan	\$1.00	04/03/2025
6	BJ Used Tire & Rubber Recycling Inc.	11	Accept the Plan	\$58,300.00	03/25/2025
7	Brenner-Fielder & Associates, Inc.	3	Accept the Plan	\$462.57	03/24/2025
8	Buyers Products Company	10	Accept the Plan	\$22,682.59	03/25/2025
9	CAB assignee of Shandong Linglong Tyre Co. Ltd.	48	Accept the Plan	\$209,135.19	04/03/2025
10	CAB assignee of Zhongce Rubber Group Co Ltd	35	Accept the Plan	\$520,404.23	04/01/2025
11	CalTex Tire LLC	34	Accept the Plan	\$33,744.32	04/01/2025
12	Carroll's, LLC [National Tire Wholesale; NTW]	47	Accept the Plan	\$48,006.10	04/03/2025
13	City Rent a Bin dba Serv-Wel D	66	Accept the Plan	\$611.25	04/04/2025
14	Commercial Trade, Inc.	7	Accept the Plan	\$5,967.34	03/24/2025
15	Continental Tire the Americas, LLC	36	Accept the Plan	\$201,241.34	04/02/2025
16	Continental Tire the Americas, LLC	37	Accept the Plan	\$718,759.71	04/02/2025
17	COOL TECH MECHANICAL	26	Accept the Plan	\$302.00	03/31/2025
18	Crov Distribution & Services	46	Reject the Plan	\$959.80	04/02/2025
19	Crown Equipment Corporation [Crown Lift Trucks]	45	Accept the Plan	\$1,680.82	04/02/2025
20	David Earp McClention	44	Accept the Plan	\$350,000.00	04/02/2025
21	Delta Medical Supply Group, Inc [Black Mamba Gloves, Delta Gloves]	24	Accept the Plan	\$5,610.00	03/28/2025
22	Doleco USA, Inc.	79	Accept the Plan	\$10,060.00	04/04/2025
23	Donaldson Company Inc	2	Accept the Plan	\$106,674.11	03/24/2025

Class 3					
COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT	VOTING AMOUNT	DATE RECEIVED
24	Euler Hermes N.A. - Agent for AMERICAN LOGISTICS GROUP, INC.	14	Accept the Plan	\$2,100.00	03/25/2025
25	Euler Hermes N.A. - Agent for AMERICAN LOGISTICS, INC.	15	Accept the Plan	\$18,800.00	03/25/2025
26	Euler Hermes N.A. - Agent for DOWNS ENERGY	12	Accept the Plan	\$30,255.64	03/25/2025
27	Euler Hermes N.A. - Agent for GROTE INDUSTRIES, INC.	13	Accept the Plan	\$3,926.78	03/25/2025
28	Fiber Tech Industries	4	Accept the Plan	\$15,843.00	03/24/2025
29	Houston Freightliner & Western Star	21	Accept the Plan	\$1.00	03/27/2025
30	Indian American Trade Inc	42	Accept the Plan	\$11,338.95	04/02/2025
31	Jarvis Raynard Edward	43	Abstain	\$800,000.00	04/02/2025
32	Jean P Grammatico	69	Accept the Plan	\$1.00	04/04/2025
33	JORDAN KAUFMAN - KCTTC	31	Accept the Plan	\$1.00	03/31/2025
34	Kelley J Speiher	72	Reject the Plan	\$1.00	04/04/2025
35	LJS Group, LLC [LJS]	77	Reject the Plan	\$678,682.70	04/04/2025
36	MANCO LOGISTICS CORP	71	Reject the Plan	\$5,269.82	04/04/2025
37	MAT HD LLC	40	Accept the Plan	\$314.61	04/02/2025
38	Maxam Tire North America Inc	28	Accept the Plan	\$131,496.97	03/31/2025
39	MILLION H TRANSPORTATION INC	6	Accept the Plan	\$90,849.06	03/24/2025
40	MODE TRANSPORTATION LLC.	87	Accept the Plan	\$4,916,946.00	04/07/2025
41	O2 Engineering Inc [George James Mills]	5	Accept the Plan	\$5,577.76	03/24/2025
42	PACCAR Financial Corp.	74	Reject the Plan	\$537,850.02	04/04/2025
43	Plymate	67	Reject the Plan	\$1,027.50	04/04/2025
44	Popo Trucking, LLC	65	Abstain	\$83,000.00	04/03/2025
45	Ride Control LLC	41	Accept the Plan	\$25,524.86	04/02/2025
46	Rilee Nissen	17	Accept the Plan	\$26,850.00	03/26/2025
47	Sealco Commercial Vehicle Products	29	Accept the Plan	\$1,224.95	03/31/2025
48	Soleil Enterprises LLC DBA Town & Country Office Cleaning	1	Accept the Plan	\$1,300.00	03/20/2025
49	Southwest Adhesives, LLC	30	Accept the Plan	\$1.00	03/31/2025
50	Theresa Grote, As Administrator of the Estate of Karen E. Bucklew, Deceased	70	Reject the Plan	\$1.00	04/04/2025
51	Tiana Williamson	68	Accept the Plan	\$1.00	04/04/2025
52	Truist Equipment Finance	49	Reject the Plan	\$1.00	04/03/2025
53	TXU Energy Retail Company	33	Accept the Plan	\$806.36	04/01/2025
54	Tytan	20	Accept the Plan	\$1.00	03/27/2025
55	Uline	73	Accept the Plan	\$5,627.95	04/04/2025
56	Vanguard Trailer	8	Accept the Plan	\$1.00	03/25/2025
57	Velocity Truck Centers	25	Accept the Plan	\$100,536.48	03/28/2025
58	WEITRON, INC-DBA FJC INC.	19	Reject the Plan	\$1.00	03/27/2025
59	WORLD TRUCK PARTS LLC [FORTPRO]	80	Accept the Plan	\$68,069.41	04/03/2025
60	ZENO TRUCK PARTS LLC	27	Accept the Plan	\$13,148.00	03/31/2025

Exhibit B**Excluded Ballots**

Class 2						
COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT	VOTING AMOUNT	DATE RECEIVED	REASON FOR EXCLUSION
1	Mitsubishi HC Capital America, Inc.	61	Reject the Plan	\$1.00	04/03/2025	Voting amount already accounted for in Ballot No. 60
2	Truist Equipment Finance Corp.	54	Reject the Plan	\$1,071,019.81	04/03/2025	Voting amount already accounted for in Ballot No. 50
3	Truist Equipment Finance Corp.	55	Reject the Plan	\$1,571,031.74	04/03/2025	Voting amount already accounted for in Ballot No. 50
4	Truist Equipment Finance Corp.	56	Reject the Plan	\$1,851,823.11	04/03/2025	Voting amount already accounted for in Ballot No. 50
5	Truist Equipment Finance Corp.	57	Reject the Plan	\$1,600,583.80	04/03/2025	Voting amount already accounted for in Ballot No. 50
6	Truist Equipment Finance Corp.	51	Reject the Plan	\$2,014,143.37	04/03/2025	Voting amount already accounted for in Ballot No. 50
7	Truist Equipment Finance Corp.	52	Reject the Plan	\$2,020,169.29	04/03/2025	Voting amount already accounted for in Ballot No. 50
8	Truist Equipment Finance Corp.	53	Reject the Plan	\$4,443,145.42	04/03/2025	Voting amount already accounted for in Ballot No. 50

Class 3						
COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT	VOTING AMOUNT	DATE RECEIVED	REASON FOR EXCLUSION
1	Continental Tire the Americas, LLC	38	Accept the Plan	\$1,246,824.11	04/02/2025	Voting amount already accounted for in Ballot Nos. 36, 37 and 39
2	J B Hanna LLC	82	Accept the Plan	\$47,419.35	04/07/2025	Late Filed
3	Kelley Jo Speicher vs ANIL ET AL/ KAL/PRO TEC/SPG	83	Reject the Plan	\$20,000,000.00	04/07/2025	Late Filed Voting amount not in compliance with the Solicitations Procedure Order for unliquidated claims (only allowed in the amount of \$1.00).
4	PACCAR Financial Corp.	75	Reject the Plan	\$537,850.02	04/04/2025	Voting amount already accounted for in Ballot Nos. 74 and 76
5	PACCAR Financial Corp.	78	Reject the Plan	\$7,836,600.02	04/04/2025	Voting amount already accounted for in Ballot Nos. 74 and 76

Class 3						
COUNT	ENTITY NAME	BALLOT NO.	ACCEPT OR REJECT	VOTING AMOUNT	DATE RECEIVED	REASON FOR EXCLUSION
6	ROBIN KELLY MARTINEZ	85	Accept the Plan	\$1.00	04/07/2025	Late Filed
7	Theresa Grote	84	Reject the Plan	\$20,000,000.00	04/07/2025	Late Filed Voting amount not in compliance with the Solicitations Procedure Order for unliquidated claims (only allowed in the amount of \$1.00).

Exhibit C**Schedule of Undeliverable Solicitation Packages**

COUNT	CLASS	ENTITY NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP	VOTING AMOUNT	RETURN DATE
1	2	U.S. Small Business Administration	10737 Gateway West #300		El Paso	TX	79935	\$150,000.00	4/1/2025
2	3	Danny's Truck & Auto Repair	715 W Southern Ave		Indianapolis	IN	46225	\$1.00	4/4/2025
3	3	Azael Rosales Fernandez	8255 Vineyard Ave		Rancho Cucamonga	CA	91730	\$1.00	3/26/2025
4	3	EFS Money Code	3102 West End Ave	Ste900	Nashville	TN	37203	\$1.00	4/4/2025
5	3	Trojan Tracks USA	PO Box 965		Lynden	WA	98264	\$1.00	4/1/2025
6	3	UNIPACK TRADING INC	2118 POMONA BLVD		POMONA	CA	91768	\$1.00	3/28/2025
7	3	BigBird Transportation Inc	5665 N Pershing Ave	Ste 5	Stockton	CA	95207	\$44,950.00	3/26/2025
8	3	KGA Auto Parts, Inc. [KGA Truck Parts]	Attn: George Laterovian, Ara Baghdassarian and Elizabeth Ghukasyan	10979 Penrose Street	Sun Valley	CA	91352	\$9,500.00	3/26/2025
9	3	KGA Auto Parts, Inc. [KGA Truck Parts]	707 Wilshire Blvd	Suite 3225	Los Angeles	CA	90017	\$9,500.00	3/31/2025
10	3	Narsi Management LP	808 Travis St	Ste 102	Houston	TX	77002-5775	\$830,768.00	3/31/2025